CHAPMAN AND CUTLER

Theodore S. Chapman 1877-1943 Henry E. Cutler 1879-1959 111 West Monroe Street, Chicago, Illinois 60603-4080 TWX 910-221-2103 Telex 206281 FAX (312) 701-2361 Telephone (312) 845-3000

2 North Central Avenue Phoenix, Arizona 85004 (602) 256-4060

50 South Main Street Salt Lake City, Utah 84144 (801) 533-0066

June 25, 1999

RECORDATION NO. 2 FI

Mr. Vernon A. Williams, Secretary Surface Transportation Board 1925 K Street, N.W. Room 704 Washington, DC 20423-0001

JUN 2 5 '99

10-45 AM

Re:

The Burlington Northern and Santa Fe Railway Company
Leveraged Lease Locomotive Financing

BNSF 1999 A-2

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of each of the primary documents and the secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Lease Agreement (BNSF 1999 A-2), dated June 30, 1999, between TAMINES Verwaltungsgesellschaft mbH & Co. Vermietungs KG., as lessor (the "Lessor"), and The Burlington Northern and Santa Fe Railway Company, as lessee (the "Lessee");
- (2) Memorandum of First Mortgage (BNSF 1999 A-2), dated June 30, 1999, between the Lessor, as mortgagor (the "Mortgagor"), the Lessee and First Security Bank, National Association, as security trustee (the "Security Trustee");
- (3) Memorandum of Trust Indenture and Security Agreement (BNSF 1999 A-2), dated June 30, 1999 between the Lessee and the Security Trustee;
- (4) Memorandum of Lessee Mortgage Agreement (BNSF 1999 A-2), dated June 30, 1999 between the Lessor and the Lessee; and
- (5) Memorandum of Lessor Security Agreement (BNSF 1999 A-2), dated June 30, 1999, between the Lessor, the Lessee and the Security Trustee.

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CHAPMAN AND CUTLER

The secondary document is as follows:

(1) Memorandum of Indenture Supplement No. 1 (BNSF 1999 A-2), dated June 30, 1999, between the Lessor and the Security Trustee.

The primary documents to which Memorandum of Indenture Supplement No. 1 (BNSF 1999 A-2) is connected is the Memorandum of Trust Indenture and Security Agreement (BNSF 1999 A-2), referred to above, which is being submitted for recording concurrently therewith.

The names and addresses of the parties to the enclosed documents are as follows:

MEMORANDUM OF LEASE AGREEMENT

Lessee:

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive

Fort Worth, Texas 76131-2830

Lessor:

TAMINES Verwaltungsgesellschaft mbH & Co.

Vermietungs KG Unsoldstraße 2 80538 Munchen

Germany

MEMORANDUM OF FIRST MORTGAGE

Mortgagor:

TAMINES Verwaltungsgesellschaft mbH & Co.

Vermietungs KG Unsoldstraße 2 80538 Munchen

Germany

Lessee:

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive

Fort Worth, Texas 76131-2830

Security Trustee:

First Security Bank, National Association,

as Security Trustee

Corporate Trust Department 79 South Main Street

Salt Lake City, Utah 84111

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT

Lessee:

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive

Fort Worth, Texas 76131-2830

CHAPMAN AND CUTLER

Security Trustee:

First Security Bank, National Association,

as Security Trustee

Corporate Trust Department

79 South Main Street

Salt Lake City, Utah 84111

MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1

TAMINES Verwaltungsgesellschaft mbH & Co.

Vermietungs KG Unsoldstraße 2 80538 Munchen

Germany

Security Trustee:

First Security Bank, National Association,

as Security Trustee

Corporate Trust Department

79 South Main Street

Salt Lake City, Utah 84111

MEMORANDUM OF LESSEE MORTGAGE AGREEMENT

Lessor:

TAMINES Verwaltungsgesellschaft mbH & Co.

Vermietungs KG Unsoldstraße 2 80538 Munchen Germany

Lessee:

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive

Fort Worth, Texas 76131-2830

MEMORANDUM OF LESSOR SECURITY AGREEMENT

Lessor:

TAMINES Verwaltungsgesellschaft mbH & Co.

Vermietungs KG Unsoldstraße 2 80538 Munchen

Germany

Lessee:

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive

Fort Worth, Texas 76131-2830

CHAPMAN AND CUTLER

Security Trustee:

First Security Bank, National Association,

as Security Trustee

Corporate Trust Department

79 South Main Street

Salt Lake City, Utah 84111

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of First Mortgage, Memorandum of Trust Indenture and Security Agreement, Memorandum of Indenture Supplement No. 1, Memorandum of Lessee Mortgage Agreement and the Memorandum of Lessor Security Agreement is as set forth on Exhibit A hereto.

A fee of one hundred fifty-six dollars (\$156.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq. Chapman and Cutler 111 West Monroe Chicago, Illinois 60603

A short summary of each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (BNSF 1999 A-2) between TAMINES Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, dated June 30, 1999, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(2) MEMORANDUM OF FIRST MORTGAGE:

Memorandum of First Mortgage (BNSF 1999 A-2) between TAMINES Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Mortgagor, UnsoldstraBe 2, 80538 Munchen Germany, The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 30, 1999, covering the obligations of the Mortgagor and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

CHAPMAN AND CUTLER

(3) MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT:

Memorandum of Trust Indenture and Security Agreement (BNSF 1999 A-2) between The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 30, 1999, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(4) MEMORANDUM OF INDENTURE SUPPLEMENT NO. 1:

Memorandum of Indenture Supplement No. 1 (BNSF 1999 A-2) between TAMINES Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 30, 1999, covering the obligations of the Mortgagor and the Lessee relating to diesel electric locomotives bearing road numbers listed in the exhibit attached thereto. The Memorandum of Indenture Supplement No. 1 is related to the Memorandum of Trust Indenture and Security Agreement between the Lessee and the Security Trustee, dated June 30, 1999, which is filed concurrently herewith.

(5) MEMORANDUM OF LESSEE MORTGAGE AGREEMENT:

Memorandum of Lessee Mortgage Agreement (BNSF 1999 A-2) between TAMINES Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, and The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, dated June 30, 1999, relating to the Lessor's performance of its obligations as described in the Lessee Mortgage.

(6) MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (BNSF 1999 A-2) between TAMINES Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, Unsoldstraße 2, 80538 Munchen Germany, The Burlington Northern and Santa Fe Railway Company, as Lessee, 2650 Lou Menk Drive, Fort Worth, Texas 76131-2830, and First Security Bank, National Association, as Security Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated June 30, 1999, relating to the Lessee's performance of its obligations as described in the Lessor Security Agreement.

CHAPMAN AND CUTLER

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER

By Carl T. Willia

Karl T. Williams

Enclosures

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CHAPMAN AND CUTLER

EXHIBIT A

UNITS

v.	EQUIPMENT	QUANTITY	ROAD NUMBERS
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Taring we seed			
General Motor	s Corporation		BNSF 8815 through
(Electro-Motiv	e Division)	Strawer Commencer (1)	BNSF 8832, inclusive
Model SD70M	-AC Diesel Electric		Tright Edgick
Locomotives			

RECORDATION NO. 222 FILED

JUN 25'99

10-45 AM

MEMORANDUM OF LESSOR SECURITY AGREEMENT (BNSF 1999 A-2)

Memorandum of Lessor Security Agreement, made and entered into on June 30, 1999 by and between TAMINES Verwaltungsgesellschaft mbH & Co. Vermietungs KG, a German limited liability partnership ("Lessor"), The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee"), and First Security Bank, National Association, a national banking association, as security trustee ("Security Trustee").

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (BNSF 1999 A-2) (the "Lessor Security Agreement"), dated June 16, 1999, by which each of the Security Trustee and the Lessee have undertaken certain obligations to the Lessor relating to the locomotives bearing road numbers as listed on Exhibit A attached hereto in order to secure the performance of certain obligations of the Lessee as described in the Lessor Security Agreement.

928512.01.02 1491356 IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Ву
Name:
Title:
Executed on this day of June, 1999.
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY
By Paff. Gray Name: Paul J. Weyandt
Name: Paul Weyandt
Title: Assistant Vice President-Finance and
Assistant Treasurer
()
Executed on this _33 day of June, 1999.
FIRST SECURITY BANK, NATIONAL ASSOCIATION
Ву
Name:
Title:
Executed on this day of June, 1999.

TAMINES VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

MBH & CO. VERMIETUNGS KG By _____ Name: Title: Executed on this _____ day of June, 1999. THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY Ву _____ Name: Paul J. Weyandt Title: Assistant Vice President-Finance and **Assistant Treasurer** Executed on this _____ day of June, 1999. FIRST SECURITY BANK, NATIONAL **ASSOCIATION** By / My Brett R/King Assistant Vice President Name: Title: Executed on this 33 day of June, 1999.

TAMINES VERWALTUNGSGESELLSCHAFT

STATE OF)	SS.:			
COUNTY OF)	SS			
COUNTY OF	<i>_</i>				
On this,	the day o	of June, 1999,	before me, a N	otary Public in and	for said County
				g by me duly sworn	
is the	O	f TAMINES	VERWALTU	NGSGESELLSCHAF	т мвн & со.
VERMIETUNGS	KG, that said in	strument was	signed on June	e_, 1999 on behal	lf of said limited
				, and (s)he acknow	
	ne foregoing in	strument was	the free act	and deed of said	limited liability
partnership.					
To a Milyano		T 1 1		and afficial and a	41
mentioned.	iess whereof,	i nave nereun	to set my nand	and official seal of	ii the date above
memoned.					
			Name	:	
			Notai	ry Public	
			My C	Commission Expires	s:
			Resid	ling in	
Crearre on It i in	OIC)				
STATE OF ILLIN	015	SS.:			
COUNTY OF CO	ок)	55			
	ŕ				
On this,	the $\frac{23}{\text{day o}}$	f June, 1999,	before me, a N	otary Public in and	for said County
				y me duly sworn, s	
				THE BURLINGTON THE BURLINGTON	
				gned on June <u>23</u> , 1	
-	•			he acknowledged the	nat the execution
of the foregoing	instrument was	the free act an	d deed of said	corporation.	
In With	ESS WHEREOF	I have hereun	to set my hand	and official seal of	n the date above
mentioned.	Loo William of,	1 114 / 0 11010411	to sot my mana	and omidial boar of	in the date above
				\bigcap	
5~~	·····	·		Vowthy V.	Schartzle
\	OFFICIAL S	EAL }	Name	»:	0
 	OROTHY V SCH	HAETZLE }		ry Public	+ 1
5 MC	TARY PUBLIC, STATE COMMISSION EXPIRE	OF ILLINOIS >		Commission Expires	3: 4/20/00
S	MMANAAA AAAAAM	S:11/20/00 \$	Resid	ling in <u>Jahe L</u>	- The Hills

STATE OF 4TA	4)
) SS.:
COUNTY OF SAUT	- LAKE ()
On this, th	ne 33 day of June, 1999, before me, a Notary Public in and for said County
and State, person	ally appeared BRETT R. KING, who being by me duly sworn, says that
(*)he is the	istant Vice President of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that
said instrument v	vas signed on June <u>33</u> , 1999 on behalf of said association by authority of its
Board of Director	rs, and (s)he acknowledged that the execution of the foregoing instrument was
the free act and de	eed of said association.
In Witne	SS WHEREOF, I have hereunto set my hand and official seal on the date above
mentioned.	
	Janus By
	NOTARY PUBLIC JANICE BRYANT 79 South Main 3rd Fir. Sait Lake City, UT 84111
	COMMISSION EXPIRES SEPT. 14, 2001 STATE OF UTAH My Commission Expires: Residing in

MEMORANDUM OF LESSOR SECURITY AGREEMENT (BNSF 1999 A-2)

Memorandum of Lessor Security Agreement, made and entered into on June 30, 1999 by and between TAMINES Verwaltungsgesellschaft mbH & Co. Vermietungs KG, a German limited liability partnership ("Lessor"), The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee"), and First Security Bank, National Association, a national banking association, as security trustee ("Security Trustee").

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (BNSF 1999 A-2) (the "Lessor Security Agreement"), dated June 16, 1999, by which each of the Security Trustee and the Lessee have undertaken certain obligations to the Lessor relating to the locomotives bearing road numbers as listed on Exhibit A attached hereto in order to secure the performance of certain obligations of the Lessee as described in the Lessor Security Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

TAMUNES VERWALTUNGSGESELLSCHAFT
MEH & CO. VERMIETUNGS KG
By Walman &
Name:
Title:
Executed on this 23 day of June, 1999.
THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY
Ву
Name: Paul J. Weyandt
Title: Assistant Vice President-Finance and
Assistant Treasurer
Executed on this day of June, 1999.
First Security Bank, National Association
By
Name:
Title:
Executed on this day of June, 1999.

Urk.R.Nr

/1999

Ich beglaubige hiermit die Echtheit der vorstehenden, vor mir anerkannten Unterschriften von

- Herrn Andreas Ahlmann, Diplom-Kaufmann, geb. am 12.10.1967, wohnhaft Rumfordstr. 9, 80469 München und
- Herrn Philipp Prior, Diplom-Kaufmann,
 geb. am 16.11.1972,
 wohnhaft Pössenbacherstr. 5, 81479 München,

ausgewiesen durch Bundespersonalausweis Nr. 8015935395 und 8016152931.

München, den 23.6.1999

Uhlig, Notar

APOSTELE

(Convention de La Haye du 5 octobre 1834)

1.	Land: B	indesrepublik Deutschland	•
2.		fentliche Urkunde Herrn Uh schrieben von	lig
3,	in seine	Eigenschaft als Notar	
4.	sie ist v	ersehen mit dem នាងអង្គស/Siegel des (៤៦៧)×.x.	Notars
	.Arno.	Malte Uhlig in München	i Lilianan yosis saasii
 F.	Mi	Bestätigt inchen	23. Juni 1999
7.	durch	ne Präsidentin desn Lundgerichts Nünchen i	engeng against the second of t
 	unter N	r. 910 a	Man tinger
RN s	XXXX	In Vertreturg:	
V are V		Peter Selk	

STATE OF	}	SS.:		
COUNTY OF	<u> </u>	50		
and State, persis the VERMIETUNGS liability partner execution of the partnership.	onally appeared of KG, that said instractions of the foregoing instruction of the foregoing inst	TAMINES VERW trument was signed of of its Board of Di trument was the fre	ne, a Notary Public in and for said to being by me duly sworn, says to ALTUNGSGESELLSCHAFT MBI on June, 1999 on behalf of said rectors, and (s)he acknowledged act and deed of said limited	hat (s)he H & Co. d limited that the liability
IN WIT	ness Whereof, I	have hereunto set m	y hand and official seal on the da	te above
			Name: Notary Public My Commission Expires: Residing in	
STATE OF ILLI	ý	SS.:		
and State, pers Assistant Vice SANTA FE RAI said corporation	, the day of onally appeared Pa President-Finance LWAY COMPANY, n by authority of i	ul J. Weyandt, who land Assistant Treason that said instrument	ne, a Notary Public in and for said being by me duly swom, says that arer of THEBURLINGTON NORTH was signed on June, 1999 on s, and he acknowledged that the earts aid corporation.	he is the ERN AND behalf of
IN WIT mentioned.	ness Whereof, I	have hereunto set m	y hand and official seal on the da	te above
			Name: Notary Public My Commission Expires: Residing in	

STATE OF))
COUNTY OF)
and State, personally appears (s)he is the said instrument was signed Board of Directors, and (s)he the free act and deed of said a	y of June, 1999, before me, a Notary Public in and for said County d, who being by me duly sworn, says that of FIRST SECURITY BANK, NATIONAL ASSOCIATION, that on June, 1999 on behalf of said association by authority of its eacknowledged that the execution of the foregoing instrument was association. OF, I have hereunto set my hand and official seal on the date above
	Name;
	Notary Public My Commission Expires:
	Residing in

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EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M-AC Diesel Electric	18	BNSF 8815 through BNSF 8832, inclusive
Locomotives		